

MORTGAGE INDUSTRY ADVISORY BOARD

BYLAWS

(Adopted June 25, 2008)

Article I – Official Name

The name of this organization shall be “The Mortgage Industry Advisory Board”; herein referred to “the Board”.

Article II – Objective

The objectives to the Board shall be to communicate to the Commissioner of the Office of Financial and Insurance Regulation (“Commissioner”) issues of concern to the residential mortgage industry and shall review and make recommendations to the Commissioner concerning all of the following:

- A. Course sponsors or providers, course instructors, and the content of and material for courses provided to loan officers and loan officer applicants under section 2a or 2b of the Mortgage Brokers, Lenders and Services Licensing Act, Act 173 of 1987, as amended (“Act”).
- B. Content and procedures for examinations given to loan officers under section 2a of the Act.
- C. Rules proposed under this Act.
- D. Procedures to verify attendance at and participation in courses conducted electronically under section 2b(3(e) of the Act.
- E. Procedures for maintaining the confidentiality of personal identifying information and other information concerning licenses, registrants, and applicants for license or registration.
- F. Any other issue referred to the Board by the Commissioner.

Article III – Membership

- A. The regular membership of the Board shall be determined according to Section 33(2)(a) of the Act and appointed by the Commissioner. The Board shall consist of individuals appointed by the Commissioner as follows:
 - 1. Two individuals who are employees of, are directors of, or have at least a 25% ownership interest in a licensee or registrant, selected by the

Commissioner from a list of at least 3 nominees provided to the Commissioner by the Michigan mortgage brokers association.

2. Two individuals who are employees of, directors of, or have at least a 25% ownership interest in a licensee or registrant, selected by the Commissioner from a list of at least 3 nominees provided to the Commissioner by the Michigan mortgage lenders association.
 3. One employee who is an employee of, a director of, or who has at least a 25% ownership interest in a licensee or registrant that is a member of any trade association operating in this state that represents mortgage brokers, mortgage lenders, or mortgage servicers. The trade associations may recommend candidates for this position to the Commissioner.
 4. Two individuals who are employees of, a director of, or who have at least a 25% ownership interest in the business entities that provide services to or purchase services from licensees or registrants.
- B. The term of a board member is 4 years, except that for the first Board, the Commissioner shall appoint 3 individuals for 2-year terms so that the terms of office of Board members are staggered. An individual may not serve more than 2 consecutive 4-year terms, and the Commissioner may not reappoint an individual who serves 2 consecutive 4-year terms on the Board for at least 12 months after the end of those consecutive terms. The Board shall not include more than 1 member who is employed by, is a director of, or has more than a 1% ownership interest in the same licensee, registrant, affiliate, or other person.
- C. Each member of the Board shall serve without compensation. However, the Office of Financial and Insurance Regulation shall reimburse a member of the Board for his or her travel and expenses incurred in the performance of an official Board function pursuant to the standard travel regulations of the Department of Management and Budget.

Article IV – Officers

- A. The officers of the organization shall be:
1. The Chairperson of the Board,
 2. The Vice-Chairperson of the Board, and
 3. The Secretary of the Board.
- B. Selection of Officers:
1. The Chairperson shall be elected by the regular members of the Board.

2. The Vice-Chairperson shall be elected by the regular members of the Board.
 3. The Secretary shall be elected by the regular members of the Board.
- C. Election of Officers/Terms of Office:
1. Election of Officers shall take place at the first meeting following May 19 of each year.
 - a. The Chairperson shall serve a term of one year beginning May 19 of each year. The Chairperson may serve consecutive terms of office.
 - b. The Vice-Chairperson shall serve a term of one year, beginning June 1 of each year. The Vice-Chairperson may serve consecutive terms of office.
 - c. The Secretary shall serve a term of one year, beginning May 19 of each year. The Secretary may serve consecutive terms of office.

Article V – Duties of Officers/Staff

- A. The Chairperson shall be the executive officer of the organization and shall:
1. Convene meetings of the Board.
 2. Preside at all meetings of the Board.
 3. Vote.
 4. Work with OFIR staff liaison to ensure Board policies are carried out and that Board needs are met.
 5. Establish and dissolve all standing committees.
 6. Orient new members of the Board in the mission and procedures of the Board.
- B. The Vice-Chairman shall:
1. Perform all the duties of the Chairperson in the absence of the Chairperson.
 2. Perform such duties as may be assigned by the Chairperson.

C. The Secretary shall:

1. Monitor the activities of the Board to assure that procedures comply with the established bylaws.
2. Review minutes taken by OFIR staff prior to distribution to the Board for review and approval.
3. Present past Board decisions on matters of relevance. This information is drawn from the thorough knowledge of the minutes of Board meetings.

D. OFIR staff will:

1. Notify each member of the Board in advance of regular and special meetings.
2. Be responsible for keeping complete minutes of all meetings of the Board, including retention of minutes for at least 10 years and making those minutes and records available to the public in compliance with the freedom of information act, 1976 PA 442, MCL 15.231 to 15.246.
3. Collect and collate all data necessary for Board review of materials.
4. Serve as consultants to the Board in such matters as examination pass ratios, procedural and legal issues.
5. Assign audits to Board members.
6. Do those additional duties enumerated in a Memorandum dated June 29, 2008 to Commissioner Ross and attached as Exhibit A.

Article VI – Meetings

- A. Regular meetings of the Board shall be held quarterly. Meetings may be cancelled at the discretion of the Chairperson of the Board.
- B. Special meetings may be called by the Chairperson of the Board or upon written request of three members of the Board.
- C. Meetings shall be held in the State of Michigan at a location determined by the Chairperson.
- D. A simple majority of the members of the Board shall constitute a quorum for the transaction of business at a meeting or the exercise of a power or function of the organization, notwithstanding the existence of one or more vacancies.

- E. Notwithstanding any provision of law, action may be taken by the Board at a meeting upon a vote of the majority of its members present in person or through the use of amplified telephonic equipment.
- F. The vote of a majority of the members of the Board present and voting shall govern.

Article VII – Committee

- A. The Chairperson of the Board shall appoint special committees as needed and shall be an ex-officio member of each committee.
- B. A special committee shall be appointed for a stated duration.

Article VIII – Parliamentary Authority

All meetings shall be governed by Robert’s Rules of Order. The rules of order may be temporarily suspended with the consent of two-thirds of those present and voting. In the event the Bylaws and Robert’s Rules of Order conflict, the Bylaws will control under Parliamentary authority.

Article IX – Amendments to Bylaws

- A. These bylaws may be amended at any meeting of the Board by a two-thirds vote of the members of the Board present.
- B. Any member of the Board may propose amendments to these bylaws by submitting them in writing to the Chairperson at least ten days before the next meeting.
- C. Notice of proposed amendments shall be transmitted by a member of the board or staff to all members of the Board prior to the next meeting.
- D. Upon adoption of new or revised bylaws, staff shall provide Board members with a copy of the new or revised bylaws.
- E. Amendments to the bylaws shall become effective immediately unless otherwise stated in the amendment.